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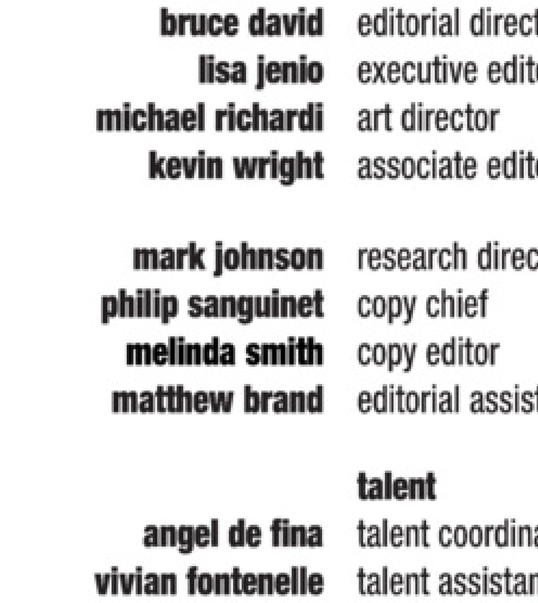
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INSIDE A BARELY LEGAL GIRL

Hey! It's me, Lindsey. All I can say about the March 2006 issue is—WOW! If I didn't already get a free copy (*duh*, I work here), I would totally be signing up for a subscription!

Okay, first of all? Check out Kelsey Michaels on page 6 (she's the cutie on the cover, too). She is *so* sweet and adorable, but if you look deep into her eyes—she is a *bad girl*. No wonder she's so good at doing porno!

There's *lots* of not-so-innocent babes this ish—for instance Hayden and her sassy mouth on page 58. She should have that thing washed out, and I know what liquid she'd like you to use! Then there's Tessa and her toy on page 88. She should join Vibrators Anonymous, 'cause she's *addicted*. Or maybe it's orgasms she's hooked on?

The young celebrities on page 21 are feeling frisky, too. I can't make up my mind which I like better: Mena Suvari's pert titties or Thora Birch's awe-inspiring jugs. How about you?

The girls of *BARELY LEGAL Slumber Party* are the naughtiest of all. They're not even professional models, but they're flashing their pink for the whole world to see! Just for fun! Well, why not? It *is* fun!

I hope *you* have fun, too!

xxx Lindsey

Lindsey
Special Consulting Editor

BARELY LEGAL®

MARCH 2006











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photography by teencyberbabes

KELSEY

SOUTHERN HOSPITALITY

Hey, it's Lindsey. I'm hangin' poolside with 19-year-old Kelsey Michaels. Better remember that name, 'cause she's gonna be a superstar!

lindsey: Kelsey, you just finished shooting our latest video/DVD, *BARELY LEGAL #53*. Not only do you have the biggest picture on the box cover, but you got a whole separate credit: "Starring Kelsey Michaels."

kelsey: I know, I can't believe it!

lindsey: Plus now you're also the covergirl for the magazine.

kelsey: I just don't know how I got both [covers].

lindsey: Um, maybe because you're ridiculously cute?

kelsey: [*Blushes.*] I'm not! There's tons of girls cuter than me. Like, with huge boobs.

lindsey: You're so modest!

kelsey: My mama just raised me never to act like God's gift.

lindsey: You have the cutest accent, by the way. Is it Southern?

kelsey: Yes, I'm from Nashville, Tennessee.

lindsey: I was wondering, 'cause in the movie [costar] Otto Bauer was like, "Why don't you give me a country-style blowjob?" What is that, anyway?

kelsey: I don't know! I mean, there's no such thing. Unless it means, like, nothing fancy. Like, just jam the whole thing in your mouth and suck.

lindsey: That's what you did, all right! Now, I also noticed that you giggled a lot in the movie—especially when Otto was like, "You make my dick so fuckin' hard."

kelsey: Omigod, did you have to point that out? I just felt really shy when he said that. I wish I didn't act like such a dork. I wanted to come across mature and sexy!

lindsey: Well, sorry—you definitely seemed your age in the movie. But you *were* very sexy—especially the way you looked Otto in the eye when he told you to lick his cock.

kelsey: I was *so* glad when he told me to lick it. Sucking it was hard because he's so thick. I had to rest my jaw!

lindsey: Otto was kind of bossy through the whole scene. Did you mind that he kept telling you to do stuff like spread your pussy apart and stick your finger in it?

kelsey: No, I loved it! I love when the guy takes charge, especially when he's older and knows stuff. 'Cause I'm not really that experienced at sex onscreen. *Or* in real life, to be honest. So I like having some guidance.

lindsey: At one point he actually took your hand and put it on your pussy.

kelsey: That was *so* hot. That's when I really started gushing. Which reminds me—this didn't happen in the movie, but I love when a guy takes my hand and puts it on his hard cock without saying anything. It's so, like, caveman.

lindsey: Is that the type of guy you like?

kelsey: Yes, totally. When Otto was just, like, pounding me hard, that was amazing. I thought I would explode.

lindsey: You definitely had a funny look in your eyes. Almost like, *Omigod, can I handle this?*

kelsey: Well, Otto is *giant*. Did you see when he picked me up and just flipped me upside down and stuck his cock in? It was a little scary. But *hot*.

lindsey: Was that your favorite position?

kelsey: No, my favorite is doggy-style. It just feels really good from that angle.

lindsey: Was there anything you did in the movie that was your first time doing it?

kelsey: Yes, when Otto pulled his cock out of my pussy and made me suck it. I didn't expect that!

lindsey: Did you like doing it?

kelsey: [*Blushes.*] *Well-ll*...is it weird that I liked the taste of my own pussy?

lindsey: I don't know. Want me to taste it and give you a second opinion?

kelsey: Lindsey!

lindsey: Kidding! Sort of. Okay, one last question: Do you think being a superstar will change you?

kelsey: No, I'll always appreciate my opportunities. Like I said, there's tons of cute girls out there. If I stand out for a little while, I'll be happy. ★



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Dear BARELY LEGAL,
As a BARELY LEGAL subscriber, I of course love all the sexy, young, delicious pussy I see every issue—thanks a lot! And in the November issue, I love *News Flashes*. As for sexy Lindsay Lohan, I would love to get her into a studio and do a personal, very naughty photo-shoot! I would love to have about six BARELY LEGAL girls watching. I would get Lindsay nice and naked and have her spread her legs wide as she plays with her sexy pussy. And of course I would get Lindsay to roll over as I lick out her asshole and take several fine shots of her asshole!

D. C.
Michigan

Boy, I hope I'm one of the six BARELY LEGAL girls you would pick for that shoot! I'm psyched that you like our new celebrity feature, D. C. The reader below didn't like it. :(***—Lindsey***

Dear Lindsey,
Just got the November issue. I vote a resounding NO to *News Flashes*. Guys buy your magazine to share in the discovery of fresh, *new* beauties, not a bunch of 30-year-old ink whores!

On an unrelated matter: I recently heard about *Barely Legal Hardcore* magazine. This is new to me. Please send me information.

J. B.
Indiana

I'm sorry you don't like the new section, J. B., but I appreciate your opinion—although I personally don't think Lindsay Lohan and Mischa Barton look 30. Anyway, I'm curious to see what other readers think. How about it, guys?

OMG, Barely Legal Hardcore! That magazine is so hot, it's practically illegal. You can get it at newsstands or adult stores, or you can purchase it through our mail-order center, LFP Merchandising. To place an order, call (877) 325-6464, Monday through Friday, 9 a.m. to 5:30 p.m. PST. ***—Lindsey***

Dear Larisa,
The last piece of mail I got before Hurricane Rita was the November BARELY LEGAL. As soon as I saw the first pic of you dressed, playing with your gum, you created your own storm surge and flooding!

Reading your Q&A, and having nothing against anal, but you're the only girl this issue who knows the value of her sweet young pussy (except Holly—and she said that was by accident). That's fine, because what I'd like is to take you to that romantic restaurant, crawl under the table and show you what it's like to come deep down someone's throat. Barring that, could you grace us with one more pictorial in the near future?

Screw Rita—Larisa is the one who blew this Texan away!

J. F.
Texas

That's so cool! I'm like a hurricane, just like that song by Neil Young (yes, I love classic rock!). Sorry, J. F., I'm not going to be in a pictorial in the near future, but I was in the mag once before, in the September 2004 issue, if you want to see that one. Thanks for making me feel like a rock star! ***—Larisa***

P.S. from Lindsey: *You can order back issues by sending a check or money order for $12 (per issue) to: L.F.P., Inc., 8484 Wilshire Blvd., Suite 900, Beverly Hills, CA 90211; Attention: Back Issues Dept.*

Dear Lindsey,
First let me tell you how much I wish I had a job like yours. I'm currently in prison but wait on the mailman to drop off each BARELY LEGAL issue like it was my release paperwork. Brooklyn and Mili from my favorite issue (October 2005) are just the type







of girls I want to release all my pent-up love juice on upon my release. I was hoping beyond hope that you could hook me up with personally signed, naked pictures of yourself and Brooklyn and Mili. And if anyone ever needs a pen pal or is interested in all types of poetry, feel free to write me.

Thanks for the wonderful release I'm able to achieve with your mags in an otherwise boring lifestyle. Keep up the good work, and keep me up. I love you!

Johnnie Dirt Bag
New Jersey

P. S. Please publish my letter so I can show the boys. And use my name. Thanks.

Thanks for writing, Johnnie Dirt Bag (cool name!). Unfortunately, so many readers ask for pen pals and signed photos, we could never keep up with the demand. But if you want to send your poems to us, that would be awesome! We read everything. We might even publish one! ***—Lindsey***

Dear Dillain [July 2005],
The dream girl I've been looking for, just the right everything. I love you on the cover, your tank top pulled up showing your pretty breasts with your hands down inside of your panties. I love you in every pose, as you look so intense with your beautiful light-brown eyes looking into the camera with deep desire.

I love the way you highlighted your hair. You remind me of being crossed between a Russian beauty and an Irish goddess. I love your succulent, kissable lips. I wish I was there to kiss them.

Seeing you on your hands and knees with your beautiful derriere makes my mind run wild. I see myself entering you from behind, cupping your breasts, feeling your hard nipples. Bringing out your kinky, sex-kitten side—willing to do anything and everything with passionate desire.

J. H.
Ohio

Wow, can poetry make nipples hard? 'Cause your writing is totally like poetry, and my nips are now bursting through my tank top! Anyway, guess what, J. H.? I'm going to be in BARELY LEGAL again next month, in the April 2006 issue! My hair's a little shorter, but it's still highlighted, and I hope you still like it and me! ***—Dillain***

Dear Lindsey,
Thank you for BARELY LEGAL. What a great magazine. And what a great job you do. But let's put credit where it is due: You are absolutely beautiful, down to your toes. I do believe that you are the most beautiful lady I have ever seen.

G. E. W.
Deep in the hot spot of Texas

G. E. W., your letter came just in time, 'cause I worked sooo hard on this issue, plus I've been feeling bloaty lately. Now I feel awesome! Thanks for writing! ***—Hot Texas kisses, Lindsey***













BARELY LEGAL NEWS FLASHES

StarMags





Into the Blue



Idle Hands

Courtesy mrskin.com

HONORARY BARELY LEGAL GIRL OF THE MONTH

JESSICA ALBA

Dear Jessica,

You're probably thinking, *What did I do to deserve this honor*? The answer is, nothing. You are, like, the *opposite* of a BARELY LEGAL girl.

Look at the facts: At age 18, you ran around in a bra in *Idle Hands* (1999)—but didn't show your boobs. In *The Sleeping Dictionary* (2002), you had a super-steamy sex scene—but didn't show your boobs. In *Sin City* (2005), you played an actual *stripper—but didn't show your boobs*!

We kind of gave up on you. Then came that fateful day: Your nip slipped out at the 2005 MTV Awards! Was that *really* an accident? Later that year, in *Into the Blue,* you wore a *teeny* bikini that barely covered your erect nipples, *plus* you totally admitted in print that you *might* consider doing a nude scene.

That's when it hit us: You just needed some encouragement! So here it is, your first award. Now, Jess, it's time to go all the way. Show your tits in 2006! If you do—this is a *promise*—we will make you Honorary BARELY LEGAL Girl of the *Year.*

Love,

the girls of BARELY LEGAL

THORA BIRCH & MENA SUVARI
AMERICAN BEAUTY

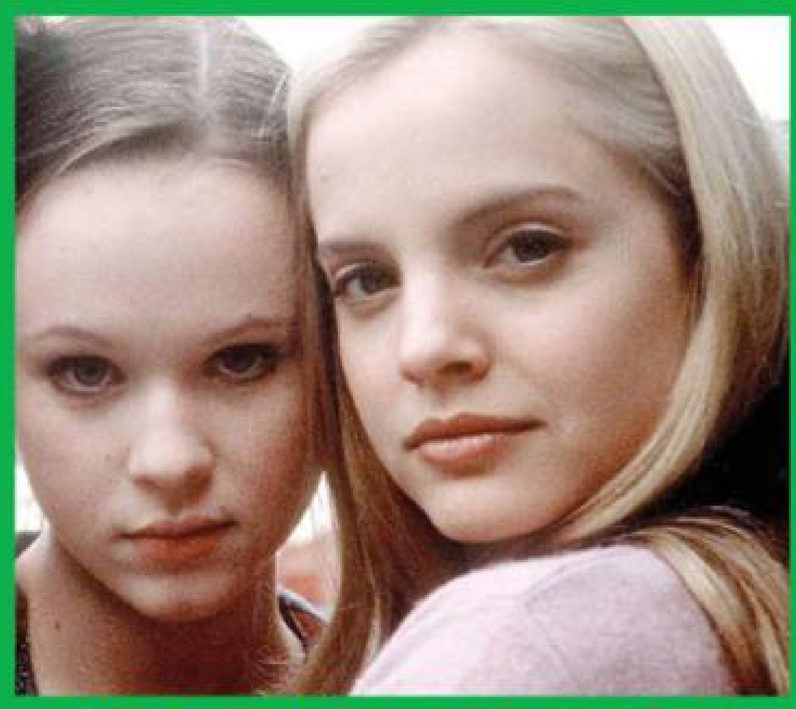
MUST-SEE DVD



Thora in *American Beauty*



Mena in *American Beauty*



Review by BARELY LEGAL intern Megan

American Beauty (1999) is so awesome because you get not just one but *two* cute young movie stars showing their boobs: Thora Birch (*Ghost World*) and Mena Suvari (*American Pie*). They play bored suburban teenagers who smoke and swear a lot. This movie is real serious and filled with symbolism, but don't let that scare you, 'cause it's filled with highlights, too!

The first highlight is when Thora stands by her bedroom window and takes her bra off for the boy next door, who is spying on her. You get a really good, long view of her huge jugs. (By the way, in real life she wasn't even 18 yet, but her mom was there on the set, so Thora was *not* exploited.)

The second highlight is at the end, when Mena is on the couch all topless and ready to lose her virginity to Thora's character's father. To me it seemed very real and sexy. My wet panties don't lie!

To sum up, *American Beauty* may have won like 50 million Academy Awards, but it's also *way* hot. I highly recommend it!



Would *you* turn down this girl?

BARELY LEGAL Mind Blower!
MISCHA BARTON

You know how we BARELY LEGAL girls dig older guys. We thought they dug us, too. So we're wondering what happened when TV hottie Mischa Barton (*The O.C.*) ran into movie actor Owen Wilson (*Wedding Crashers*) at a super-trendy restaurant in L.A. According to eyewitnesses, 19-year-old Mischa hit on 37-year-old Owen right in front of everybody—and he went, *um*, no thanks. We admit this freaks us out. Are we totally wrong about older guys? Or does Owen Wilson need, like, glasses plus a brain transplant?

Courtesy mrskin.com
Courtesy mrskin.com



photography by eip studios

KATI

TIT FOR TAT

Hey, guys! Sophie the #1 BARELY LEGAL intern here. I'd like you to meet my new best friend Kati. I met her at the mall, where she was scarfing down a whole thing of ice cream by herself. Her boyfriend had just cheated on her, but she didn't want to break up with him because she was *so* in love. I tried convincing her that a hot 18-year-old deserves better and the best way to get back at him is to have fun. And what's more fun than being in BARELY LEGAL?

sophie: Hi, Kati. How are you?
kati: Great! I'm having the best time. Everything's more exciting when you're naked. I haven't even thought about what's-his-name once today.
sophie: See! I told you. What have you been up to lately?
kati: Lots of shopping, hanging with my girlfriends, working out and watching movies. *Oh,* and I've been having lots of sex!
sophie: I knew you would meet a great new guy in no time. What's his name?
kati: I don't know—I didn't ask. But he was *so* hot. It was, like, instant-instant attraction. One minute we were flirting, the next minute I was in his car with my butt up in the air.
sophie: You didn't know him?
kati: No! Isn't it crazy? Having sex with a complete stranger was always kind of a fantasy of mine, but I never thought it would happen for real.
sophie: How was it?
kati: It was awesome! I usually love it when guys are all sweet and romantic with me—you know, cuddling, kissing, foreplay, maybe even going down on me or me going down on them. But this was so different. It was, like, two wild animals going at it. I did things I never thought I'd do before.
sophie: Like what?
kati: Everything! I screamed at the top of my lungs and said all kinds of dirty things, which was weird for me. I usually don't use swear words unless I'm really mad. I never realized how sexy it could be to yell, like [*whispers*], "Fuck me! Fuck me!" at the top of my lungs. He did me really hard, too. The van was definitely a-rockin'!
sophie: Please tell me you were safe?
kati: Of course! I always carry condoms around in my purse, just in case. Not that I ever had a reason to use them before. I was a little nervous when he stuck his thing up my butt, because I had never done that before. It felt so dirty. But it was, like, so wrong, it was right, you know? I've never been so excited. It was like losing my virginity all over again.
sophie: Well, yeah—your butt virginity! Does your boyfriend know?
kati: Not yet. But, honestly, I'm just trying to have a little fun. I mean, if he can sleep around, why can't I? ★



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photography by nick gurgul

AMY

SNUG AS A BUGGER

Hi, my name's Amy, and I'm from Boston, Massachusetts. Lindsey asked me to tell the BARELY LEGAL readers this story because it's 'so funny.' I don't personally find it amusing, but here goes.

"Okay, the way it started was, my mom is super strict. I wasn't allowed to have a boyfriend until I turned 18. So obviously I was a virgin, but *also*—remember this part—I never even *saw* a penis or came near one.

"Finally my birthday came, thank GOD, and I got my first boyfriend, named Travis. He was *sooo* hot. He wasn't super tall, but he was *built*. Well, one night we were making out, and it just felt like we were getting really, really close to...*it*. So I was like, 'Travis, you know what? I'm ready.'

"Instead of looking happy, Travis looked bummed! He goes, 'You're gonna change your mind after you see this.' He reached in his pants and pulled out his boner. I just stared at it. I didn't know what I was supposed to say or think.

"Then Travis was like, 'An awesome girl like you deserves a normal-size cock—not my freakishly small one.' He looked *so* sad. I was like, 'It's okay, I totally still want to do it with you.' But Travis said the problem was, he could only really enjoy intercourse in the butt. 'Cause buttholes are way tighter than pussies.

"I was shocked. I couldn't lose my virginity in my *ass*! Then Travis was saying, like, anal sex would be better for *me*, too, 'cause I wouldn't even be able to *feel* his dick in my pussy. Which seemed to make sense, and also, well, I just really liked him. So even though I was freaked out—I did it!

"I was actually really proud of myself 'cause anal sex is way advanced, don't you think? Also, I have to admit, it felt wicked good. It was super tight, like Travis said it would be. So we did it for weeks, like, all the time. But deep down, I felt sad. I still really wanted to lose my *regular* virginity, in my pussy.

"Well, finally I told my best friend Melissa. I was like, 'Mel, I totally love Travis, but if we get married, I'll never have sex the regular way my whole life.' Then I told her about how Travis's cock was only seven inches long.

"Melissa started cracking up. She was all, 'You dodo! Seven inches is totally bigger than average. My boyfriend's *five* inches, and he fucks my brains out.'

"That's how I found out Travis *lied* to me to get butt sex! Other people might think it's funny, but *I* don't. All he had to do was ask me! We could have done it *both* ways." ★









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"Do you recognize me?" 19-year-old **Kitty** from Chicago asks. "That's odd if you don't because everyone I meet swears I'm the 'girl next door.' As far as my hobbies and personal interests, I love running, roller-blading and camping! I may be young, but I guess I'm old-fashioned...I insist on foreplay and love when a man takes control during sex! So what do you think? Can I be your little sex kitten?"

—photos by friend

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NINA from Long Beach, California, wants "to go far as a model and be famous." Sexually, the newly legal student/waitress is "very adventurous. I'm into doing a lot of different stuff. I also like being with girls. They know what to do to get me off!" Nina also likes "to go to the beach and paint landscapes, friends, whatever." Her fantasy is "to have Angelina Jolie put her hands all over me, then let me go down on her."

—photos by friend





Say hi to **KAWAI** from Orlando, Florida. "I'm very outgoing!" she informs us. FYI, these photos were taken just one day after her 18th birthday! Kawai loves the beach and aspires to be a professional dancer. She's also a huge soccer fan with a kinky sexual fantasy: "I want to have sex with two goalies from different teams under the soccer net!!!" Score!

—photos by friend

please print clearly

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CHARLOTTE

BE THE BOSS OF ME

Globe-trottin' BARELY LEGAL intern Megan here in New York (an *awesome* city) with 19-year-old art student Charlotte. The last time she was in the mag (*Charlotte: Enlighten My Ass,* June 2005), she came off a little, *mmm*, snotty. But she's a changed girl!

megan: You're so *nice* now. What happened?
charlotte: You won't believe it, but I'm in *love*. His name is Vincent, and he's my soul mate.
megan: How did you meet him?
charlotte: Well, you know how, at school, all the guys are intimidated by me just because I have, like, opinions? Well, one day in art history I was talking about how people shouldn't, like, own famous paintings, they should belong to everybody, and this guy in the back yelled out, "That's the stupidest thing I ever heard."
megan: What a jerk!
charlotte: Yeah, but...
megan: You liked it!
charlotte: I did! It turned me on. He was just so...*cocky*. I mean, there's a reason *cocky* and *cock* are totally similar words.
megan: So what did you do?
charlotte: I went up to him after class and was like, "You're pretty fuckin' rude." He just smiled and went, "How 'bout I make it up to you by letting you paint me?"
megan: *So* cocky.
charlotte: I was like, "Whatever." But inside I was *dying*. That night Vincent came over to my dorm room. He immediately stripped and was like, "Nude, right?" I said of course. I couldn't let him know I was nervous. So I started sketching him, but my hand was shaking so much, I could hardly hold the pencil. And then I saw it—his cock. It was *moving*.
megan: *Omigod*.
charlotte: I never just *watched* a guy's dick get hard before. Usually it's already erect by the time I see it. But this one, I watched it start out in its normal resting size, then it slowly got fatter and fatter until it looked like the skin would burst, and then it was pointing straight at me. I wanted to pounce on it! Instead I went, "*Um*, I can't draw you if you keep moving."
megan: What did Vincent do?
charlotte: He looked *mad*. I think he was used to girls, like, *begging* him for sex. He came over to me and took the pencil right out of my hand and said, "I'm done posing." Then he, like, completely took over my body, and we fucked right there on the dirty floor. We've been together ever since.
megan: Wow! So you just really needed a guy to take charge of you.
charlotte: Well, I'm still my own person. But with sex? He's the boss! ★


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TIFFANY

BACHELORETTE PAD



photography by x-lab chicago

Hi, guys! I'm Tiffany. I'm from Los Angeles, and I'm 18. My big news is, I just got my own apartment. Life is good! I thought about getting a roommate, but I love having the place all to myself. I can walk around naked all of the time, never do the dishes if I don't want to and make as much noise as I want.

"The first time I had a guy up here, I was so nervous. I had only gone out with Aaron a couple of times, but I was dying to have sex. That's, like, the whole point of having your own place, right?

"It's funny because I was so used to sneaking guys into my room and having to be super quiet. Aaron undressed me on the couch and started talking dirty. I couldn't believe it. He went down between my legs and used his tongue on my pussy. Little, soft licks at first. But then I was, like, going crazy and started moaning and stuff really loud. I just let loose. It was the most incredible feeling.

"I wanted to do something crazy I had never done before—just be as dirty as possible. And Aaron loves playing with my butt. I get a tingle all over when he rubs my bottom. But I had never had anything inside my butthole before! Aaron started with just his finger. He had two fingers in my pussy and one in my ass and was moving them in and out really fast. I was, like, in heaven.

"But my butthole is so tight that when he tried to put his boner inside me, he had to do it really slow. That was even more amazing, because I could enjoy every second of it. My senses were totally heightened. He started going faster after a while, and I was like, 'Omigod! I'm being fucked in the ass!' It's one of those things where, like, even when it's happening to you, you can't believe it.

"I screamed *soo* loud, and I didn't even care who heard me. I could never have done that if I still lived at home or even in a dorm. I'm dying to do it again, but I haven't met that many hot guys lately. And if I did, I don't know how I would even bring up the whole butt-sex thing. Aaron's going to school back East, and I'm in California. It's cool. I'm not, like, in love with him. I just want to have sex."★

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photography by matti klatt

HAYDEN

Hey, it's Lindsey. Our March 2006 Teen Queen looks sweet and shy, but looks can be deceiving.

"My friends would so bust on you if they heard you calling me 'shy,'" laughs Hayden, a high school senior from Lincoln, Nebraska. "I'm like—okay, say you're at school, you're in the courtyard at lunch, and there's a new cute guy who *everybody* is afraid to talk to because he's *sooo* cute. I'll just go up to him and be all, 'Hey, hang with us.'"

"But what if he said no?" I ask her.

"I doubt he would," says Hayden. "But so what if he did? You have to at least *try*."

birthday: November 13, 1987
height: 5-7
weight: 115 pounds
fave hobby: I'm involved in a lot of after-school activities, like student council and yearbook.
turn-ons: Confidence and a sense of humor.
turn-off: When a guy's eyebrows are, like, too perfect and waxed-looking. It doesn't seem manly to me.
pet peeve: When girls are all like, "That guy looked right at my boobs and said, 'Hey, baby.' What an asshole." Would these girls rather be ugly and have no guy look at them ever? Anyway, they're just pretending to not like it, but secretly they do.
fave sex: I love when a guy talks dirty to me! Like, if he goes, "I want to fuck your hot pussy." My pussy gets *so* wet. Or if he talks to me all whispery in my ear—like if he goes, "How do you like my big, fat dick?" while it's inside me. Omigod, that *kills* me.
weirdest sex: I totally love to swallow, but one time this guy wanted to, like, jizz on a Pop Tart and watch me eat it, but that's where I draw the line. I mean, cum is not actually *food.*
thing nobody knows about you: I know I seem bossy sometimes, but with sex? Not at all. I like the guy to be in charge. You know, not tie me up or anything, but really take charge of my body and *fuck* me. Especially from behind! *So* hot.
future goal: TV journalist. I should use my big mouth professionally, don't you think?
reason for posing: I'm not shy! I can't think of any other reason *not* to pose. ★











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MARGO

BEACH BABY

It's me, Sophie, BARELY LEGAL intern extraordinaire, with 18-year-old San Clemente, California, high school senior Margo. She *insisted* on doing our interview at the beach, her "favorite place in the world."

sophie: Dang, girl! It's *freezing* this time of year.
margo: Don't be a baby. It's nice.
sophie: Why do you love it here so much? You don't look like a beach bunny.
margo: I know. One time I wore a bikini, and this guy was all, "You might as well go topless. You won't get arrested 'cause the cops will think you're a boy."
sophie: *What?* Your boobs aren't *that* small!
margo: Yeah, but all the other girls who hang out at the beach have *huge* boobs. The only reason they even hang out here is to show off their tits and bikini waxes. Anyway, I never wore a bikini after that, I always wore a shirt. So no guys ever looked at me—until Dean.
sophie: Who's Dean?
margo: He's a surfer. I first noticed him because he wore these droopy trunks, and the water would always, like, make them droop even more, and you could totally see his pubic hair. I would go to the beach every weekend and just, like, stare at him and hope a big wave would come and pull his trunks all the way down.
sophie: Why didn't you just *talk* to him?
margo: What could I do? Go up to him and say, "Hey, I like your pubes"? Besides, he seemed like a guy who could get any girl on the beach. Why would he want me?
sophie: So how did you finally meet him?
margo: Well, one day he just started talking to me about my shirt! He said it was a "mystery." He was all, "I want to find out what's underneath."
sophie: That's a good line.
margo: It's not a line! Dean doesn't like those big-boob girls. He says they're obvious.
sophie: So how did he make his move?
margo: He asked me to meet him on the beach that night. We were the only ones here. He tipped a lifeguard station over, and we crawled underneath and drank out of a pint of rum and watched the waves crashing under the moonlight. It was the most romantic moment of my entire life.
sophie: Great, but weren't you horny?
margo: Well, yeah! Plus I was a little tipsy, too. So even though I never exactly planned to have my first time be *outside*, with practically a *stranger*....
sophie: You lost your V. right here on this beach?
margo: [*Nods.*] Not just *that*. Dean and I both still live with our parents, so this is where we *always* meet. I had my first orgasm here, gave my first blowjob....
sophie: *Now* I know why it's your favorite place in the world.
margo: Yeah. And why it *never* feels too cold to me. ★

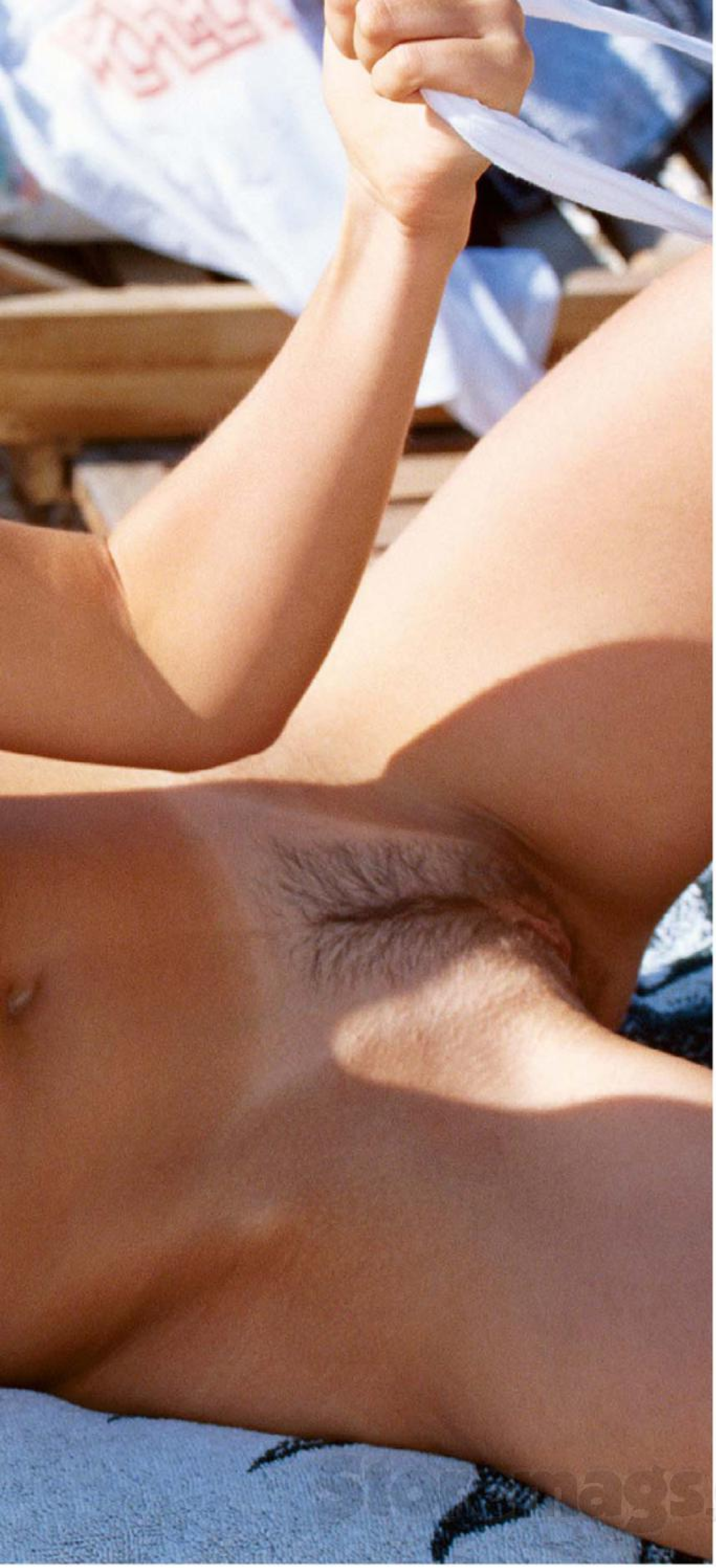
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BABE IN THE CITY

CONFESSIONS OF A **BARELY LEGAL** COUNTRY GIRL

by wynonna shivon

I grew up in the country. The sticks. I still live there, actually. I wish I could be like the people on *The OC* and *Elimidate*. Their lives are so exciting and sophisticated. The kids at my school are all into trucks and cows. I mean, I drive an old ugly truck myself, but it was free for my 18th birthday, and I wasn't about to complain! Of course, Dad only gave me that truck because he wanted me to get a job. But I have to admit that working turned out great, 'cause it introduced me to the city. Lincoln isn't exactly L.A., but it's still pretty slick if you ask me.

I got a job at the Frost Whiz at the Big Towne Mall. I was a spaz when I started, but Michelle was there to train me. Michelle is the coolest. She has black hair like Ashlee Simpson used to and a tiny diamond nose stud.

"Dig into that tub like you mean it," Michelle said. She wrapped her glitter-tipped fingers around my wrist. "Dig!" A wimpy sliver of Rocky Road hung from the scoop, and my hands were smeared with marshmallow.

Michelle wiped her hands on her apron. "Damn, dude, you *suck*. Time for a smoke." She tossed her hair at the tall, pimply boy at the register. "Gary! We're having a cig!"

"We won't get in trouble, will we?" I whispered as Michelle pulled me out back.

"Don't worry about Gary," Michelle smirked. "I gave him a quick BJ once—you know, just for kicks—and now he, like, *worships* me." She leaned against the Dumpster and lit a long menthol cigarette. "So you go to Buford High? Must be lame, all those hayseeds."

"Totally," I sighed. "I have, like, no friends. Everybody's into church and tractors. I feel so different."

"Yeah," Michelle said. "High school sucks anyway. I graduated last year, thank God. Now I'm saving for art school." Michelle scratched at a chocolate stain on her breast pocket. Her boobs were really big. "You seem pretty cool. We should hang out."

"I'd love to." I felt all flattered. "What are you doing this weekend?"

Michelle and I met Saturday night at the Five Star Theaterplex. I wanted to see *Doom* because I love the Rock, but it sucked so bad, we left halfway.

"Let's go to the park," Michelle whispered. "I brought a big-ass flask full of gin."

We sat on a picnic table in the dark, passing the flask. The gin was disgusting, but I liked Michelle a lot. She was so high-fashion with her black boots and dangly earrings. All my clothes were so plain. So *country*.

"I love the way you dress," I sighed. I rested my head on Michelle's shoulder.

"Seriously? Thanks." She fiddled with her flask, screwing and unscrewing the cap. "So, do you have a boyfriend?"

I snorted. "As if. I never meet guys I like. Well, I mean, I did like someone, but he kind of turned into a jerk."

"Are you a virgin?"

"No, not really. I mean, no, I'm *not*. But it's been, like, forever. A month, at least. Not to sound perverted, but I'm horny."

Michelle draped her arms over my shoulders. I wondered what it would be like if we kissed. I wanted to, but I worried it would be too gay.

Before I could think much more about it, Michelle kissed me. Her mouth was soft and warm. I shivered. A weird, hot sensation shot through my pussy. She wiggled out of her jacket. I stared at her big, round boobs. Her hard nipples poked through her thin, white T-shirt. She ran her hands up my ribs and squeezed my tits. I wiggled my tongue against hers and cupped her heavy breasts. She pressed me onto my back and latched her finger into my belt.

"I want to taste it," she breathed, flicking my coochie with her finger.

Michelle's mouth was hot and wet. Her tongue swirled around my clit and dipped into my pussy. No one ever ate me out before. I shoved my hands up her shirt, under her bra, and pawed at her tits. My thighs were shaking.

"You're making me come," I moaned. I squeezed my eyes shut and wailed. My body collapsed.

"Wow," I panted. "What just happened?"

"I licked your pussy, slut!" Michelle laughed and lit a cigarette. "Don't worry. I know you're not a dyke. Bi is hot right now, anyway."

Michelle was right. I felt sophisticated. Bi is totally chic.

Michelle and I agreed that we were just good friends, but there were a few nights after that, after closing for work, once Gary was gone, when Michelle and I fingered each other in the dry-storage closet. I mean, obviously, we weren't an actual *couple*. I guess I was just horny and lonely for a boyfriend.

Then one night the hottest guy I'd ever seen walked into the Frost Whiz. My heart went *ping*! He looked like a rock star, super tall, with shaggy hair and an AC/DC T-shirt. Gary, stationed behind the register as always, frowned. "What can I get you, sir?"

"Giant cone," the guy said. He eyeballed me across the freezer case. "Chocolate chunk."

We stared at each other for a second. I wondered why he was looking at me and not Michelle—she was so much *cooler* than me! But there was this, like, electricity, and I wondered if love at first sight was for real.

"I'm Dean," he said.

"Hey. I'm Wynonna."

I glanced at Michelle to see if she was jealous. I guess not. She was hiding behind the cake case making obscene blowjob gestures and laughing. Dean bit into his giant cone and told me about his band.

"We're called Steel Daisy," he said. "It's like, grunge metal hip-hop. I play bass."

"I've heard of Steel Daisy," I said. "You guys are practically famous."

Dean wiped his mouth with the naked, devil-horned lady tattooed on his forearm. "We are not! But we're playing at Dank Basement this weekend. Meet me there at eight. I'll get you in for free."

I said okay, and Dean strolled out. I stared, amazed, as he disappeared into the night. Michelle crept behind me and pressed her mouth to my ear. "Guess who's finally going to get laid." I blushed, and she told me not to be such a geek.

Michelle was *super* supportive. She sent me home early from work on Saturday so I could prepare for my hot date. I wore a short, corduroy skirt and a T-shirt that said PRINCESS. It was the coolest outfit I had, unfortunately.

Dean was leaning against a trash can at the Dank Basement entrance when I pulled up. He saw me and jogged over.

"Hey!" he waved.

I unlocked the passenger door. Dean hopped inside and rubbed the seat. "Your truck's rockin'."

My heart raced. He was so *cool*! Maybe it sounds slutty, but I secretly wished he'd just start macking on me, like, immediately.

"What time do you guys play?" I asked after a long pause.

"Like an hour or so. Dude, I get so nervous before a gig. Pumped, right, but like I have a lot of



photo illustration by teencyberbabes

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extra energy I need to release. You know what I mean?"

"Sure." It sounded kind of like being horny. I eyed his crotch. His dick was bulging in his jeans. It was hard for me not to stare.

"Oh, sorry." Dean glanced at his boner.

"No, it's totally okay."

"It's just—I can feel all that energy in my dick, you know?" Dean's eyes roamed across my chest.

"I want to feel it," I said.

I pressed my palm against his bulge. He unzipped his fly and guided my hand inside. I squeezed the shaft. Dean sucked in his breath. "Pull it." His dick sprang out, big and stiff. I tugged up and down. A little bit of clear liquid squeezed out the tip. I totally wanted to see how it tasted, so I stuck my tongue out and licked it. Dean moaned. It was so thrilling! I wrapped my mouth around the tip and slid my lips all the way down the slick, salty shaft. Dean pushed his cock deep down my throat. I used to wonder how girls did BJs without gagging all over the place, but now here I was with Dean's dick banging against my tonsils, and I didn't even flinch.

Dean's body started twitching, and he slapped his boner against my lips. A huge, hot gob of splooge landed on my tongue. It really didn't taste bad. I liked it, actually.

"That was rockin'," Dean sighed. He tucked his peter back into his pants. "I'm like, fully relaxed. C'mon, let's go inside."

I never would have imagined it, but it's like, BJ-ing Dean totally gave me this whole new confidence. I strolled into Dank Basement like I owned it, and when Steel Daisy played I danced and danced. At the end of the night I gave Dean a big French kiss and squeezed his dick.

"You're such a whore," Michelle gasped when I told her about my hot BJ the next day. "I love it. You guys gonna bone?"

"I practically just met him!" But who was I kidding? The truth was, I was totally hot to do Dean. But also, deep down, I wanted something meaningful. Like, I wanted him to really like me.

Dean and I started meeting at my truck after work. I'd BJ him, sometimes throw a handjob in there when my jaw felt weak. I was having a lot of fun, but I wondered if he was only using me. Maybe I was more old-fashioned than I liked to admit. I was horny, but I still wanted to feel special. I decided there was only one way to be sure of Dean's feelings.

"Dean," I said one day, "would you like to come to Sunday dinner at my house?"

He looked shocked. I was a little shocked myself to have even asked the question. Dad would hate Dean's tattoos and rock-star

NO ONE EVER ATE ME OUT BEFORE.



I FELT A HOT SPLATTER ALL OVER MY BACK AND ASS.

pants. But I wanted for Dean and me to be a real couple. I wanted us to be special and to have real sex. If Dean agreed to meet my parents, surely that meant he really truly wanted to be my boyfriend?

Dean smiled. "Okay."

"Oh, Dean!" I said. I threw my arms around his neck, then I gave him, like, the hottest BJ ever.

I was a nervous wreck the day of the dinner. Mom thought it was cool that I had a "gentleman friend," but Dad wasn't so hot on it.

"You'd better be keeping him out of your pants," he said.

Mom got mad. "Don't talk like that! Wynonna, we're thrilled for the chance to meet Dan."

"*Dean*," I said. Maybe I'd made a horrible mistake. Then there was a knock at the door. When I opened it, I almost fainted.

Dean held a dozen pink roses. His hair was combed like a nerd, and he was wearing a blue Oxford shirt and khaki pants that covered all of his tats.

"Wow!" I whispered. "Did you just get back from church or something?"

Dean took my hand as I led him in. "I thought your folks would like it."

He was right—my parents *loved* him. I think my mom had a weird crush on him, even.

"The mashed potatoes are delicious, Mrs. Shivon," Dean said. Mom's eyes sparkled, and her cheeks turned pink. Even Dad relaxed when Dean admired his hand-carved walking sticks.

"I'll teach you to whittle sometime," Dad beamed. He slapped Dean on the back.

After we finished eating—and Dean helped Mom with the dishes!—I announced that he and I were going for a walk.

"Wonderful!" Dad said. "Fresh air is good for you kids."

Dean and I strolled through the trees, hand in hand. It was all so romantic. I showed him the pond where I used to catch frogs and the tire swing I used to hang from for hours pretending I was a monkey or a princess. It reminded me how much I used to love playing out here, before I got older and started thinking about stuff like fashion and sex.

"Thanks for doing that," I said. I leaned against the tire, feeling dorky and hot at the same time. "For impressing my parents."

"The more they like me, the more they trust me to be alone with their daughter," Dean shrugged. "The less they suspect I'm trying to get into her pants."

"Whatever. *I'm* always the one in *your* pants," I laughed.

"Not anymore." Dean stuffed his hand under my my tank top, and his fingers wiggled into my panties. I shivered and yanked down the straps of my tank top, pressing my bare tits against him. His boner poked my belly through his pants. My pussy was actually quivering from excitement. I pawed at Dean's fly and pulled out his dick.

I started to kneel down so I could suck his dick, but Dean stopped me and told me to bend over. I crouched on all fours, flipping my skirt up around my waist and pulling my panties to my knees. Dean rubbed his fingers in my slit. "Fuck!" he said. "Your pussy's so wet."

I rocked my hips, pushing my coochie against his fingers until three of them were in. He wiggled his fingers inside me and slapped my ass. His hand stung my skin. I never wanted sex so bad. "Stick it in me," I begged.

I dug my hands into the grass and bit my lip as Dean's cock plunged into me. With one thrust he was all the way in. His balls whapped against my pussy lips. He slammed into me over and over, so hard I was pulling out huge chunks of grass and dirt with my fists. Then there was one last big SLAM, and I felt a hot splatter all over my back and ass.

"Damn, Wynonna," Dean wheezed. He clutched the tire swing to keep from losing balance. "I love your country-ass pussy."

I giggled and stretched out in the grass, listening to the birds and savoring the wet throb between my legs. It *was* pretty nice out here. I'd forgotten to appreciate it. My boy was hot in the city, but he was an *animal* in the country. ★











photography by dave naz

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MEADOW

SEX VS. LOVE

I have a major problem. Maybe you guys can help me. I've tried my hardest not to have feelings for my friend Brandon, who's just not that into me. It's hard because I treasure his friendship. A guy you can really trust and build a friendship with is so rare. But every time I see him, the emotions come rushing back.

"We're both 18, and it's not like he even has a girlfriend or anything, so what's the deal? We have *so* much fun doing all the things normal couples do on dates—minus the smoochies. We go to the movies, have dinner, talk about everything, hang out constantly—but he won't make a move!

"It got so frustrating that finally I started flirting with other guys. That's how I met Jeff. I noticed him checking out my butt. Even though he was *so* not my type, it was nice to have a guy want me for a change.

"Jeff took me out to dinner and a movie one night, then invited me back to his place. Jeff was, like, the exact opposite of Brandon. He was all hands. As soon as we were inside, we started making out, and then he grabbed my butt. He threw me down on the couch and tore off all my clothes. He sucked my nipples so hard, I thought they were going to pop off! He climbed on top of me, and I could feel his boner pressing hard against my belly.

"It was so hot. He took out his thing and slid it deep inside me. He went slow at first, but soon he was thrusting his hips really hard and fast. His dick kept slipping in and out of me, I was so wet down there.

"He asked if he could do me in the butt—and I said yes! It just felt right. I wanted to go all out and be as naughty as I could be. It was hard to relax enough at first to fit him all the way in, but once my tight butthole was filled, I felt like I was the sexiest girl in the world!

"I always thought sex was about love, but Jeff showed me it doesn't have to be. I'm dying to do it with Brandon, because it would be so special. But Jeff does things to me Brandon would never do—and I love it! Is that so wrong? I mean, I can't wait around forever for true love." ★

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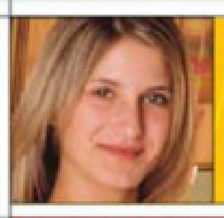








BARELY LEGAL BOX OFFICE



WE GIRLS AT BARELY LEGAL THINK THE BEST PERSON TO JUDGE THE REALNESS AND HOTNESS OF A LEGAL-TEEN VIDEO IS A REAL, HOT LEGAL TEEN. HERE TO REVIEW THE LATEST RELEASES IS THIS MONTH'S GUEST CRITIC, HAYDEN.

LAME, BUT BETTER THAN DOING HOMEWORK. ★

GOOD ENOUGH TO COME WITH THE HELP OF A FINGER. ★★★

DECENT, BUT FORGETTABLE, LIKE DRUNKEN MACKING WITH A CUTE STRANGER. ★★

THE **BARELY LEGAL** BOMB! ★★★★

TEENAGE JIZZ JUNKIES

★★★★

Directed by David Perry; starring Victoria Slim, Angelina Crow, Amy, Yasmine Gold, Valentina, Angela Winter, Vyona, Tanya, Liz Honey, David Perry, Greg Centauro, Bruno SX and Mick Blue. DVD and VHS: Zero Tolerance Entertainment.

Teenage Jizz Junkies is really big on threesomes and anal sex. The girls are totally comfortable with, like, sucking a dick that was just up another girl's butt. I guess because they're European—they're so much cooler about stuff like that. The only scene without butt sex stars my new secret girlfriend Amy. She's a heart-breakingly cute redhead. Even though she looks completely innocent—in a sexy way—she has sex really super hard. I bet she'll be doing butt sex soon. Threeways with the likes of Vyona and Tanya lead to some majorly kinky action, but it's almost too much. I prefer the more traditional one-on-one acrobatic midair anals, thanks. So does blond hottie Liz Honey, apparently. Every other time the guy jizzes on the girl's face, but Liz's dude gets so excited, he comes inside her butt! She's probably the naughtiest girl in the whole movie—and that's saying a lot! The sexy stars of *Teenage Jizz Junkies* definitely pounce on guys like they're jonesing for a jizz fix, and there's nothing they won't do!



Teenage Jizz Junkies: **Victoria kisses Angelina's butt.**



Teenage Jizz Junkies: **Liz can't wait for jizz.**



Teenage Jizz Junkies: **Amy's yoga classes pay off.**

F-ING TEENS #2



F-ing Teens #2: For a good time, call Michelle.

Directed by Jordan Septo; starring Michelle Maylene, Mysti May, Lexi Love, Courtney Simpson, Brandi May, Talon, Valentino, Lee Stone and Tony T.
DVD and VHS: Venom Digital Media.

The stars of *F-ing Teens #2* are too sweet to say the word *fucking*, but naughty enough to do it! You know how usually you have to fast-forward through the boring parts? Well, in this movie there are no boring parts! All the girls are *so* adorable and sexy. Cute faces, awesome bods and tons of energy make the sex, like, so hot! Best of all, they have so much fun. Mysti May is super crush-worthy and totally kinky. After gagging on a blowjob and having her butt spanked bright red (and loving it!), she licks a guy's butthole and lets him do her hard up the pooper. Lexi Love and Lee Stone have awesome chemistry, while Tony T. goes supersonic on Courtney Simpson. It's okay—she *loves* it rough. Brandi May, on the other hand, goes totally aggro on her guy. Only if there were actual hooks involved could the phrase "off the hook" be more appropriate. Oh, and don't forget Michelle Maylene, who's hotter than a Latina Katie Holmes! I've never seen girls as cute and nasty at the same time as the stars of *F-ing Teens #2*.



F-ing Teens #2: Mysti's got this guy licked.



F-ing Teens #2: Tony couldn't wait to get his hands on Courtney.



F-ing Teens #2: Brandi's a bad girl—and proud of it!



TESSA

CATHOLIC SCHOOL CONFESSIONS

What's up? It's me, Megan—BARELY LEGAL's favorite intern. Meet 18-year-old Tessa. She's a Catholic high school senior from Seattle, Washington. She's basically a good girl, even though she gets in trouble *a lot* for wearing her skirt too short or IM'ing her best buds during class. Tessa's not big on parties or anything, but she definitely knows how to have a good time!

megan: Hey, Tessa. What's up? Are you having fun?
tessa: Yes! Can you tell? I had total stage fright at first, but once I got over being naked, modeling was such a blast. I never seriously thought I could be a model, because my titties are so small.
megan: Oh, they're totally cute. Are you self-conscious about your body?
tessa: Of course! Guys never give me compliments unless it's like, "Oh, you're so sweet" or whatever. No one scopes out my bod. I wanted to show all the senior boys at Notre Dame High School what they're missing! Hi, guys!
megan: What would you say is your best feature?
tessa: I would have to say my smile. When I smile at a cute guy, he usually comes up and talks to me.
megan: What kind of guys do you like?
tessa: I like guys who are strong-minded and know what they want. That's why I'm usually attracted to older guys. But they also have to be sweet and at least a little bit sexy.
megan: What's the sluttiest thing you've ever done?
tessa: I had sex at a concert once. It was super packed, but I don't think anyone saw us. I was wearing my school uniform and grinding my butt on my boyfriend's crotch. Well, ex-boyfriend. He pulled down my panties really discreetly and whipped out his boner. We did it doggy-style for, like, five minutes while the band played my favorite song. It was magical.
megan: Are you into having sex in public?
tessa: That was the only time. I was scared, but it was totally exciting. My ultimate fantasy is to make love on the beach. That would be out of this world.
megan: Have you ever been with a girl?
tessa: Sort of. I've let my friend Amber touch me and even lick my pussy. I loved it, but I never returned the favor. I'm totally into guys. Thank God my stupid high school is coed!
megan: What about blowjobs? Do you spit or swallow?
tessa: I try to swallow, because I know guys like it. I prefer it when a guy comes on my boobs or tummy or even my face. It's so warm, and it makes me feel so sexy.
megan: Have you ever done anal?
tessa: No! I don't think I'm ready for that. I'm not even used to having a thing in my pussy yet. That's why Amber gave me a, *um,* back massager for my 18th birthday. Who knows where she got it. She must have gone into one of those sex shops! At first, I was too freaked out to use it—but it works great! ★





















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SIENNA

MY BIG SCORE



photography by ps babes

Hi, guys. Do you like my outfit? I wanted to look all sexy and grown-up for my photo-shoot. Lindsey kept telling me to just be myself, but come on! I'm just a regular girl, not a model. It wasn't that long ago that I was a skinny tomboy with braces who *never* got asked out. Who'd want to see that?

"Thank God my boobs finally developed. That helps. I love showing them off with tight little tees or low-cut tops. It's fun and totally flattering to have guys checking me out all of a sudden. Not that I'm a tease or anything. I just enjoy the attention. Now that I'm 18, I want, like, a sex-goddess makeover.

"Sexually, I've been going crazy because I have a ton of catching up to do. Most of my girlfriends have done it a million times already. Whenever I'm like, 'Hey, guys, I totally flashed my boobs at this guy,' or, 'I just learned to swallow,' they're, like, '*Whatever.*' I knew I had to do something really big to prove to them I'm not a prude—and then I got my chance!

"My best friend Nicole's dad is pretty cool, and he's always liked me. One day, I stopped by looking for Nicole, but she wasn't there. He invited me in and gave me a soda. He asked me if I had a boyfriend, and I said no. He was all, 'Oh, I can't believe a beautiful girl like you has a hard time getting dates.' We got very comfy on the couch, and then he started kissing me!

"He put his hand up my shirt and felt my boobs. The next thing I knew, my pants were slung over the couch, and he was spreading my legs apart. He did me right there on the couch, then he asked me to get on all fours. He boomed me from behind, and it went in so deep! He was going so fast and hard that his thing slipped, and he actually shoved it way up my butt on accident. My spine shivered. He kept going up my butt because we were both in such a rhythm that we didn't want to stop.

"Just then, Nicole came home! She totally busted us and then blabbed it all over school. My friends respect me *now*. I'm the only one who's done it with a dad!" ★

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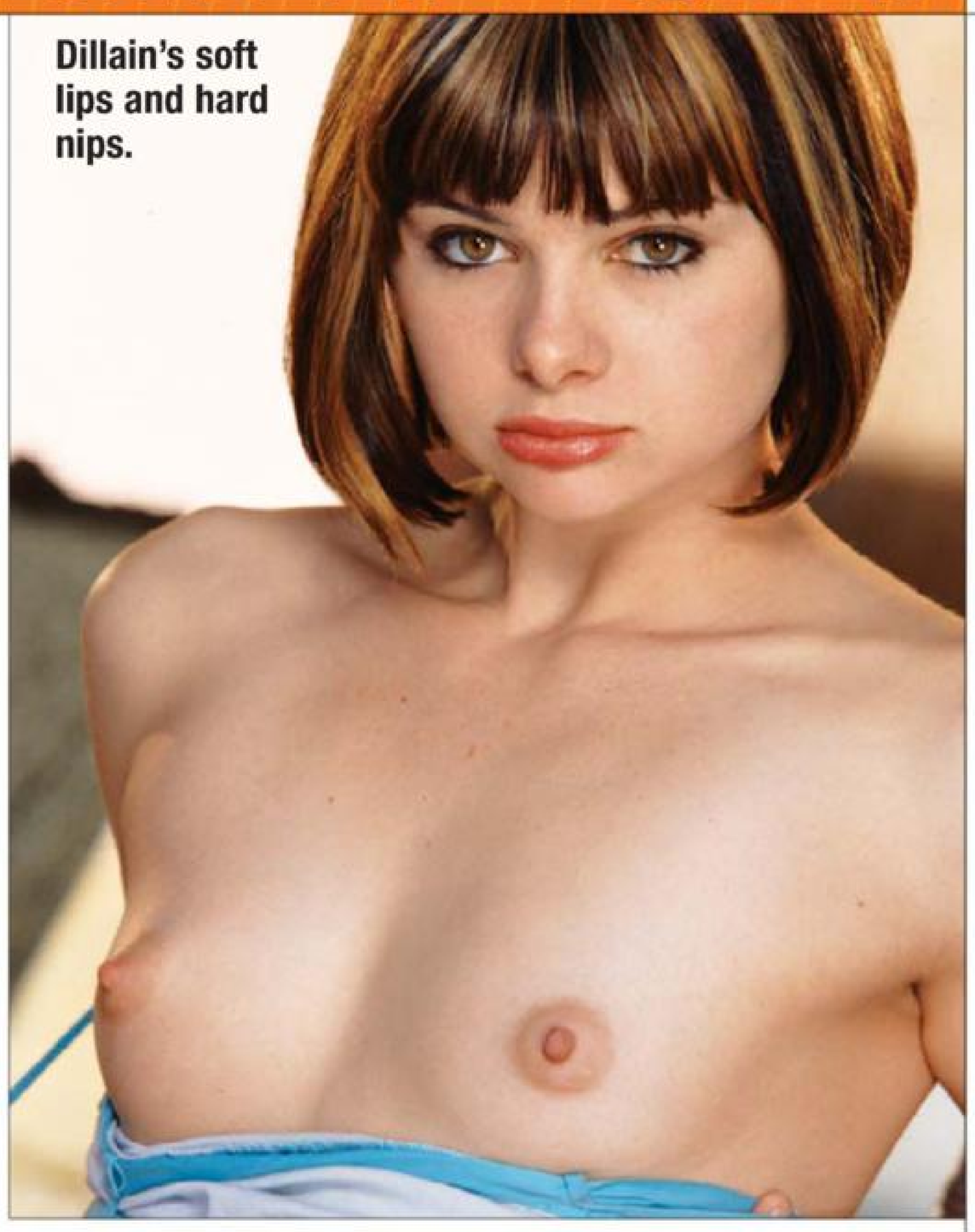
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A069

Next month in BARELY LEGAL!



Our tight-tushied Teen Queen of the Month.



Dillain's soft lips and hard nips.



Porcha's panties come off.



Maria Bella: Cutie likes it in the booty.

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